

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24706-C FILED

June 28, 2004

JUN 29 04 2-14 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 2 dated April 1, 2004, to the Lease Agreement dated as of October 1, 2003, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of October 1, 2003, which was duly filed and recorded on November 24, 2003 and assigned Recordation Number 24706.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Wisconsin Central Ltd.
c/o Canadian National Railway
935 de la Gauchetiere St West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is:

One hundred fifty (150) 60-foot 9-inch, Plate F, 286,000 lb. GRL boxcars with 15-inch EOCC, 60K nailable steel floors and double 8-foot plug doors, marked and numbered WC 22100 through WC 22249, inclusive.

Mr. Vernon A. Williams

June 28, 2004

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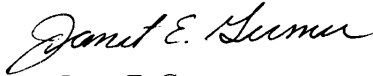
Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Rider No. 2 dated as of April 1, 2004, to a Lease Agreement dated as of October 1, 2003 between Greenbrier Leasing Corporation, Lessor, and Wisconsin Central Ltd., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
WISCONSIN CENTRAL LTD. ("LESSEE")

OCTOBER 1, 2003

RIDER NO. 2

APRIL 1, 2004

This Memorandum of a Lease Agreement for Rider No. 2 dated as of April 1, 2004 to Lease Agreement dated as of October 1, 2003, is by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Wisconsin Central Ltd., an Illinois Corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 60-foot 9-inch, Plate F, 286,000 lb. GRL boxcars with 15-inch EOCC, 60K nailable steel floors and double 8-foot plug doors, marked and numbered WC 22100 through WC 22249, inclusive.
2. The Lease Agreement and Rider No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: James M. Webb

Title: Executive Vice President

Date: 6/25/04

LESSEE: WISCONSIN CENTRAL LTD.

By: James J. Lamm

Title: Senior Manager Asset Finance

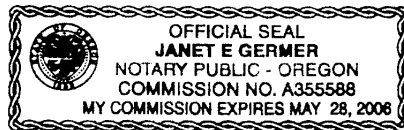
Date: June 17, 2004

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 25th day of June, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



PROVINCE OF QUEBEC)
) ss.
DISTRICT OF MONTREAL)

On this 17th day of June, 2004, before me personally appeared John Lamont, to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of Wisconsin Central Ltd., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

John Lamont
Attorney

Bar Number: 188726-2